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Founded 1925

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January 18, 2002

Florida Department of State
Division of Corporations
Partnership Registrations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: WATERSIDE WOODS, LTD.

Dear Sir/Madam:

We enclose on behalf of our client, Waterside Woods, Ltd., a Certificate of Cancellation for Waterside Woods, Ltd. Please file this certificate as quickly as possible. We also enclose our check made payable to "Secretary of State" in the amount of \$52.50 to cover the fees to file this certificate.

Thank you, and please contact the undersigned should any problems arise in connection with this filing.

Very truly yours,

Lisa Folis
Lisa Folis
Corporate Paralegal

02 JAN 22 PM 3:41
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LAF/encl.-464487

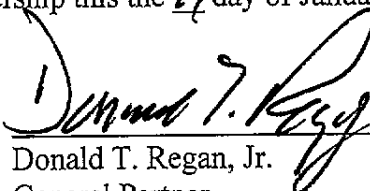
**CERTIFICATE OF CANCELLATION
FOR
WATERSIDE WOODS, LTD.**

Pursuant to the provisions of Section 620.113, Florida Statutes, Waterside Woods, Ltd., a Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Department of State on December 12, 1980, as amended and restated on December 19, 1991, and assigned registration number A09739, hereby submits this certificate of cancellation.

FIRST: Pursuant to Paragraph 6 of the Amended and Restated Certificate of Limited Partnership of Waterside Woods, Ltd., filed with the Florida Department of State on December 19, 1991, the last date upon which the Partnership shall dissolve is December 31, 1995.

SECOND: This Certificate of Cancellation shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, this Certificate of Cancellation for Waterside Woods, Ltd. has been executed by the sole General Partner of the Partnership this the 17 day of January 2002.


Donald T. Regan, Jr.
General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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